

03-06-2001



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

FEB 2 2001

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger
Effective Date
Month Day Year

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving

Mark if additional names of receiving parties

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

03/05/2001 GT0N11 00000246 2172821

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 25.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK

REEL: 002245 FRAME: 0007

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,172,821"/>	<input type="text" value="1,442,419"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account
(Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Mitchell H. Stabbe, Esq.

Mitchell H Stabbe Feb. 22, 2001

Name of Person Signing

Signature

Date Signed

ASSIGNMENT

WHEREAS, Potomac Mills Limited Partnership ("Assignor"), a Virginia limited partnership, located at 1300 Wilson Boulevard, Suite 400, Arlington, Virginia 22209 is the owner of the following marks which are registered in the United States Patent and Trademark Office (the "Marks"):

<u>Mark</u>	<u>Reg. Number</u>	<u>Date of Reg.</u>
POTOMAC MILLS	2,172,821	July 14, 1998
POTOMAC MILLS and DESIGN	1,442,419	June 9, 1987

WHEREAS, The Mills Limited Partnership ("Assignee"), a Delaware limited partnership, located at 1300 Wilson Boulevard, Suite 400, Arlington, Virginia 22209, desires to acquire said Marks, the registrations thereof, and the goodwill associated therewith;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, said Assignor does hereby assign to Assignee all of Assignor's right, title, and interest in and to the Marks, including the goodwill of the business symbolized thereby, effective as of the date of execution below.

Signed this 20th day of February, 2001.

POTOMAC MILLS LIMITED PARTNERSHIP
a Virginia Limited Partnership

By: POTOMAC MILLS, L.L.C.
its General Partner

By: THE MILLS LIMITED PARTNERSHIP
its Manager

By: THE MILLS CORPORATION
its General Partner

By: Thomas E. Frost
Thomas E. Frost
Executive Vice President

STATE OF VIRGINIA)
) ss:
COUNTY OF ARLINGTON)

On this 20th day of FEBRUARY, 2001 before me appeared Thomas E. Frost, who acknowledged that he signed it as a free act on behalf of Potomac Mills Limited Partnership.

James Jacobson
Notary Public

My Commission Expires: 3.31.2004